BYLAWS
of the
NATIONAL BLACK LESBIAN AND GAY LEADERSHIP FORUM, INC.

PREAMBLE

In the event that one or more Articles of these Bylaws is found to be inconsistent with applicable laws, the National Black Lesbian and Gay Leadership Forum shall comply with the applicable law.

ARTICLE I
GENERAL MATTERS

Section 1. Name. This corporation shall be named the National Black Lesbian and Gay Leadership Forum herein referred to as The Forum.

Section 2. Logo. The Lambda symbol superimposed on a field (shades of gray) of small, like symbols shall be the official logo of the corporation.

Section 3. Motto. "Because Strong Leadership Leads To A Stronger Community" shall be the motto of the corporation.

Section 4. Offices. The principal office of the corporation shall be located in the County of Los Angeles, State of California. The Board of Directors may change the principal office from one location to another or may, at any time, establish branch, chapter or subordinate offices, at any place or places, where the corporation is qualified to conduct its activities. Any such act shall be duly noted in the minutes of this corporation.

ARTICLE II
PURPOSE

Section 1. General Purpose. The general purpose for which this organization is formed shall be for non-profit, pubic, educational and charitable purposes. It is not organized for the private gain of any person.

Section 2. Specific Purposes. The specific purpose of the organization shall be:

Subparagraph A. To promote the development of leadership that reflects the needs and diversity of Black Lesbian and Gay communities of African descent;

Subparagraph B. To provide assistance to existing institutions serving Lesbians and Gay communities of African descent;

Subparagraph C. To educate about the contributions Lesbians and Gay People of African descent have made to the arts, politics, sports, science, entertainment, religion, education and other fields of endeavor;

Subparagraph D. To empower and build self-esteem among Lesbians and Gay People of African descent, individually and collectively;

Subparagraph E. To promote the need for and increase the effectiveness of existing and proposed programs for health education and wellness information and to provide increased access to health care services aimed at Lesbians and Gay People Men of African descent;

Subparagraph F. To build bridges between Lesbian and Gay communities of African descent and Bisexual and Transgender communities of African descent to promote mutual understanding, support and assistance;

Subparagraph G. To build bridges between Lesbian and Gay People of African Descent and elected officials and other public and private sector decision makers;

Subparagraph H. To provide means for Lesbians and Gay Men of African descent to become educated about and gain the experience needed to address the urgent issues facing our community;

Subparagraph I. To promote the removal the barriers of homophobia, heterosexism, racism, sexism and ageism by our visibility and connect communities of African descent in a meaningful and supportive way to the Lesbian and Gay community in their own ranks;

Subparagraph J. To educate and inform all organizations and communities about the unique and herstory/history of Lesbians and Gay People of African descent to the World Community; and

Subparagraph K. To promote a co-gender culture, mission, and philosophy and to work at the development of co-gender leadership.

ARTICLE III
MEMBERSHIP

Section 1(a). General Membership. The Forum membership may consist of individuals and/or organizations. Membership shall be valid for one year.

Section 1(b). This corporation makes no provision for membership election of Directors, the amendment of Articles & ByLaw provisions, or for the dissolution of the corporation. Pursuant to Section 5310(b) of the California Non-Profit Public Benefit Corporation Benefit Law, any action which would otherwise, under law or the provisions of the Articles of Incorporation or ByLaws of this corporation, require approval of a majority of all members or approval by the members, shall only be for the approval of the Directors.

Section 2. Individual Membership. The rights and privileges of all individual members shall be equal. Any person paying dues, as provided in these Bylaws, and agreeing to be bound by the Articles of Incorporation of this corporation, by these ByLaws and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership in this corporation. Individual memberships shall be in the following categories:

Subparagraph (a). MEMBERS shall be persons actively participating in promoting the goals of The Forum. Active members shall pay dues as established by The Forum. And participate in events in accordance with guidelines of the Board of Directors.

Subparagraph (b). HONORARY LIFE MEMBERSHIPS may be bestowed on individuals by majority vote of the Board of Directors. This honor shall be reserved for persons that have rendered outstanding service to this organization. These persons shall have all the rights and privileges of membership.

Section 3. Organizational Membership. Organizational membership shall be open to groups that wish to affiliate with The Forum as long as their mission and activities are consistent with the mission and purposes of the National Black Lesbian and Gay Leadership Forum.

Each organizational member and its officers shall be responsible for complying with all relevant and applicable federal and state and local laws. Failure to comply with the laws may result in immediate suspension or termination of the organizational membership status without notice or reimbursement of any dues paid. The Forum will accept no legal or fiduciary responsibility for the conduct of the organizational member and the organizational member will agree to hold harmless the Forum from any such liability, express or implied.

Each organizational member will certify, in writing, in its application and with the submission of each year's membership dues renewal fees that the organization agrees to abide by the principles of The Forum.

Each organization shall elect one officer of the organization who shall serve as liaison between the organization and The Forum and will provide his or her name, current address, current telephone number and other relevant information if changes occur, on a timely basis to The Forum.

Section 4. Voting Privileges. Each member shall be entitled to one vote on all matters designated by the Board or these Bylaws.

Section 5. Admission to Membership. The Directors shall from time to time prescribe the form, manner and criteria by which application may be made for membership.

Section 6. Certificates of Membership. Membership certificates, except with respect to Honorary Life Memberships, shall not be issued by this corporation, however, the Board of Directors may, from time to time, determine that membership cards are necessary indicia of membership.

Section 7. Dues. Membership dues shall be due by the General Membership Meeting. The Board of Directors shall from time to time determine the amount of dues.

Section 8. Property Rights. No member shall have any right, title or interest in any of the property or assets, including any earnings or investment income, of this corporation. Nor shall any of such property or assets be distributed to any member upon dissolution or winding up.

Section 9. Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities or obligations. Nor shall any member be subject to assessment.

Section 10. Transfer, Termination and Reinstatement. Membership in this corporation is nontransferable. Any procedure for the expulsion or suspension of a member or the termination or suspension of membership or membership rights, must be done in conformity with the provisions of Sections 5341 and 5342 of the Corporations Code. Individuals whose membership had been terminated, in accordance with Section 5341 of the Corporations Code, may apply for reinstatement in the same manner as application is made for initial membership.

Section 11. General Membership Meeting. A general membership meeting shall be held each year at the National Black Lesbian and Gay Conference. Appropriate for consideration at such meeting shall be the discussion and recommendation of the major program effort and activity to be adopted by the Board of Directors. Said program activity shall at all times be consistent with the stated purposes and goals of the National Black Lesbian and Gay Leadership Forum, as delineated in the Articles of Incorporation and these Bylaws. The annual meeting of members will also be a forum for membership participation in the development of the planning and volunteer committees for the upcoming National Conferences sponsored by the National Black Lesbian and Gay Leadership Forum.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. General Powers of Directors. Subject to the provisions of the California Non-Profit Public Benefit Corporation Law and any other applicable law and these Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board shall act collectively; no member shall have any power or authority to act on behalf of the corporation unless specifically authorized and empowered by the Board to so act.

Section 2 (a). Number of Board Members. The Board shall consist of not less than nine (9) or more than twenty-seven (27) members and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or repeal of this Bylaw and adoption of a new Bylaw, as provided by these Bylaws.

Section 2 (b). The Board of Directors shall be representative of nine regions of the United States as defined in the Board Policy Manual.

Section 2 (c). Every effort shall be made to ensure gender parity in the selection of members of the Board of Directors.

Section 3. Qualification of Board Members. The overall criteria for Board members is a sensitivity to and knowledge of the community of Lesbians and Gay communities of African descent. Specific criteria shall be outlined in the Board Policy Manual.

Section 4. Selection of Board Members. New members of the Board of Directors are selected and voted upon by the current seated board, with the exception of the first permanent Board of Directors who shall be selected and voted upon by the Interim Board of Directors. In all cases, names for potential board members are to be directed to the Board Nominations and Functions Committee. That Committee shall be responsible for the screening of applicants in accordance with procedures outlined in the Board Policy manual and recommending candidates to the full board. Only those candidates receiving a majority vote as described in these Bylaws shall be seated on the Board of Directors.

Section 5. Nominations for Board of Directors. Individuals may be asked to submit their names and appropriate information for consideration, or may volunteer their names for consideration. All nominations are to be referred to the Board Nominations and Functions Committee.

Section 6 (a). Board Nominations and Functions Committee. This Committee is responsible for reviewing, recommending and implementing Board selection criteria, including the development of appropriate forms and/or questionnaires. The selection criteria beyond what is designated in the Bylaws is to be written and readily available in the Board Policy Manual.

Section 6 (b). Members of the Board Nominations and Functions Committee are to be confirmed by a vote of the Board of Directors. Membership on the Committee does not preclude

one from consideration or referral from the Committee.

Section 7. Term of Office. Each director shall hold office for a period of three (3) years, and until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until her or his successor is elected and qualifies. A Director may serve consecutive terms but no Director shall serve more than two (2) consecutive three (3) year terms. No person serving more than two (2) consecutive terms shall be eligible for re-election until that person shall have been off the Board of Directors for a period of one (1) year.

Section 8. Special Designations for Board Members. The classification of "Board Member Emeritus", shall be reserved for the two (2) founding members and First Co-Chairs of The Forum or any person(s) who have rendered outstanding service to the National Black Lesbian and Gay Leadership Forum as determined by the Board of Directors. The Emeritus Board members shall be exempt from provisions set forth in ARTICLE IV, Section 2. Board Members Emeritus shall be non-voting members of the Board of Directors.

Section 9. Duties of Directors. It shall be the duties of the Board of Directors to:

Subparagraph (a). Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation of this corporation, or these ByLaws;

Subparagraph (b). Meet at such times and places as required by these ByLaws;

Subparagraph (c). Register their addresses with the Secretary of the corporation;

Subparagraph (d). Cause written personnel policies and procedures to be developed;

Subparagraph (e). Appoint, remove, supervise, employ, discharge and, except as otherwise provided in these ByLaws, prescribe the duties and fix the compensation, if any, of all officers and agents of the Board and Executive Director of the corporation;

Subparagraph (f). Make a specific individual financial contribution to and assist with the overall fundraising objectives of The Forum;

Subparagraph (g). Work to increase the membership of The Forum; and

Subparagraph (h). Help to establish and strengthen chapters and enforce chapter guidelines.

Section 10. Reimbursement of Expenses. Directors shall serve without compensation except that they may, on Board approval, be allowed and paid for their actual and necessary

expenses incurred in attending Director's meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their duties as specified in ARTICLE IV, Section 6. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of ARTICLE IV, Section 8. Specific procedures for reimbursement shall be outlined in the Board Policy Manual.

Section 11 (a). Restriction Regarding Conflict of Interest. Notwithstanding any other provision of these Bylaws, not more than ten percent (10%) of the persons serving on the board may be interested persons. For purposes of this Section "interested persons" means:

Subparagraph 1. Any person compensated by the corporation for services rendered to it within the previous twelve months, whether as a full or part time employee, independent contractor, or otherwise, excluding any reasonable expenses paid to a Director as Director; and

Subparagraph 2. Any brother, sister, ancestor, descendant, significant other, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law and father-in-law of a person mentioned in subparagraph 1 above.

Section 11 (b). A person shall not simultaneously be a member of the Board of Directors and a permanent full or part-time employee of the corporation.

Section 12. Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board in the notice of the meeting or, if not so designated, at the principal office of the corporation. If a meeting place has not been designated , and the meeting is not held in the principal office of the corporation, such meeting shall only be valid if held on the written consent thereto signed by all the Directors, either before or after the meeting. All such written consents shall be filed with the minutes of the proceedings of the Board.

Section 13. Electronic Meetings. Any special meeting, as defined in ARTICLE IV, Section 12, may be held electronically as long as a quorum is present and all Directors can communicate with one another.

Section 14 (a). Regular and Annual Meetings. Regular quarterly meetings of the Board shall be held at such a time and place as is determined by the Board. Should any day scheduled for a regular meeting fall upon a legal holiday, the meeting shall be rescheduled by resolution of the Board.

Section 15 (b). At the regular quarterly meeting held in February, which shall be designated the Annual Meeting, the board shall elect Directors. Cumulative voting shall not be allowed; voting shall be by written ballot only, proxies are only allowed in instances outlined in ARTICLE IV, Section 32, and each Director shall cast one vote. The candidates receiving the

highest number of votes are elected.

Section 16. Special Meetings. Special meetings of the Board may be called by the Chair or Secretary or by any three (3) Directors. Such meetings shall be held at the place designated by the calling party or electronically. Special meetings may be held by telephone, as provided in ARTICLE IV, Section 13.

Section 17 (a). Notice of Meetings. Regularly scheduled meetings may be held without notice. Special meetings of the Board shall be held upon five (5) days notice by first class mail or by forty eight hours notice delivered personally or electronically. If sent by mail or electronically, the notice shall be deemed to be delivered upon its deposit in the mail or completed electronic transmission. Such notices shall be addressed to each Director at her/his address as shown on the books of the corporation.

Section 18 (b). A majority of the Directors present at any meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of time and place of holding an adjourned meeting need not be given absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned. If the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting personal notice of the time and place of the adjourned meeting shall be given to Directors who were not present at the time of the adjournment.

Section 19. Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any regular board meeting need not be specified in the notice. The notice of any special meetings shall include the purpose of the meeting and the names(s) of the persons who called the meeting.

Section 20. Waiver of Notice and Consent to Hold Meetings. The transactions of any meeting of the Board, however, called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. All waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 21 (a). Quorum for Meeting. A quorum shall consist of one-half (½) + one (1) the total numbers of the persons then on the Board of Directors.

Section 21 (b). Except as otherwise provided in these ByLaws or the Articles of Incorporation or by the unabridged version of Robert's Rules of Order, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein above defined, is not present.

Section 21 (c). When a meeting is adjourned for lack of a quorum, it shall not be

necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such a meeting, other than by announcement at the meeting at which the adjournment is taken.

Section 22. Majority Action as Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be the act of the Board of Directors. Sixty percent (60%) rounded to the nearest whole number of the Board of Directors present shall vote in favor of an act or decision to constitute a majority unless a greater or lesser percentage is established in the Articles of Incorporation or the Bylaws of the corporation, or provisions of the California Non-Profit Public Benefit Corporation Law. Any fraction shall be rounded up to the next highest whole number.

Section 23 (a). Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chair or Chair-Elect of the Board or in her/his absence, by the Treasurer of the corporation, or in her/his absence, by a person chosen by a majority of the Directors present at the meeting. The Secretary of the Board shall act as secretary at all meetings of the Board. In her/his absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 24 (b). Meetings shall be governed by the unabridged version of Robert's Rules of Order, newly revised as such rules may be from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this corporation or with the provisions of law.

Section 25. Vacancies on the Board. Vacancies on the Board of Directors shall exist: (1) on the death, resignation or removal of any Director, (2) whenever the number of authorized Directors is increased and (3) whenever the authorized maximum number of Directors has not been seated.

Section 26 (a). Removal of Directors. The Board of Directors may remove a member by a two-thirds (⅔) vote of the entire Board of Directors for the following causes:

Subparagraph 1. Conduct detrimental to the organization, such as sexual harassment, abuse of power, intimidation of members or staff, extortion or violation of confidentiality or abrogation of responsibility;

Subparagraph 2. Appearing as an official representative of the corporation at any meeting or activity with impaired function due to the influence of mind altering substances or drugs, including alcohol;

Subparagraph 3. Two (2) consecutive unexcused absences from regularly scheduled Board meetings per term.

Subparagraph 4. Further, the Board of Directors may, by two-thirds (2/3) vote of

a quorum declare vacant the office of any Director who has been declared of unsound mind by a final order of the court or convicted of a felony, or been found by a final judgement of any court to have been breached any duty under Article 3 of Chapter L of the California Non-Profit Public Benefit Corporation Law.

Section 26 (b). Further, the Board of Directors may, by two thirds (⅔) vote of a quorum of the Board, declare vacant the office of any Director who had been declared of unsound mind by a final order of the court and convicted of a felony, or been found by a final order or judgement of any court to have breached any duty under Article 3 of the Chapter L of the California Non-Profit Public Benefit Corporation Law.

Section 26 (c). Directors so removed must have been given prior written notice of the reason for the proposed removal and prior notice and prior written notice of the meeting at which such action is to be discussed. Directors so removed must be given written notice of the decision to remove and cause of removal. No Director may be removed without cause.

Section 26 (d). Under special circumstances, a board member whose unexcused absence or resignation interferes with the ability of the Board to obtain a quorum to properly conduct the business of the Board, may be removed by two-thirds vote of the Committee of the Whole convened for the sole purpose of consideration of the status of Board members whose absence is unexcused or whose resignation occurs at the end of the Board meeting but who are not present for said meeting.

Section 27. Resignation of Directors. Any Director may resign by giving notice to the Chair or Secretary of the Board of Directors. Unless the notice specifies a later time for its effectiveness, it shall be effective upon the date of the notice. However, the Executive Committee, or the Committee of the Whole, upon receipt of such notice may, at its discretion, accept such notice, effective immediately. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Section 28 (a). Filling Vacancies. Vacancies on the Board may be filled by approval of the Board. If the number of Directors in office is less than nine (9), vacancies may be filled by:

Subparagraph 1. The unanimous written consent of the Directors then in office;

Subparagraph 2. The affirmative vote of a majority of the Directors then in office, at a meeting held pursuant to notice or waivers of notice complying with these Bylaws; or

Subparagraph 3. A sole remaining Director.

[illegible] to fill a vacancy, as provided by this Section shall hold

Section 29. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the organization, except as otherwise provided by law.

Section 30 (a). Indemnification by Corporation of Directors, Officers, Employees and Other Agents. To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation, has been successful, on the merits, in defense of any civil, criminal, administrative or investigative proceedings brought to procure a judgement against such person by reason of the fact that she or he is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings.

Section 30 (b). If such a person either settles any such claim or sustains a judgement against her or him, then indemnification against expenses, judgements, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-Profit Public Benefit Corporation Law.

Section 31. Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance to the full extent permitted by law on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the organization) against any liability asserted against or incurred by the agent in such capacity or arising out of the agents' status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Non-Profit Public Benefit Corporation Law.

Section 32. Proxies. Once quorum is established, member may designate her or his proxy, to another board member. Such designation shall not effect the established quorum.

ARTICLE V
OFFICERS OF THE BOARD

Section 1. Number of Officers. The officers of the Board of Directors shall be co-gender and include a Chair, a Chair-Elect, a Secretary and a Treasurer. No officer may hold more than one office.

Section 2. Gender Parity. Every effort shall be made to ensure gender parity in the selection of officers. The Chair and Chair-Elect must be of different genders.

Section 3. Qualification, Election and Term of Office. Any Director may serve as an officer of this corporation except as herein above stated. Officers shall be elected by the Board of Directors, at the annual meeting, to serve a one year term, or until she or he resigns or is removed or is otherwise disqualified to serve, or until her or his successor shall be elected and qualified, whichever occurs first.

Section 4. Subordinate officers. The Board of Directors may appoint such other officers or agents as it may deem desirable and such officers shall serve such terms, have such authority and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 5 (a). Removal and Resignation of Officers. Any officers may be removed pursuant to the same procedures, bases and provisions of ARTICLE IV, Section 26.

Section 5 (b). Any officer may resign, at any time, by giving written notice to the Board of Directors, or to the Chair, Chair- Elect or the Secretary of the Board. Any such resignation shall take effect at the date of receipt of such notice of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 6. Vacancies. Any vacancies caused by the death, resignation, removal, disqualification or any other cause, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office, such vacancy may be temporarily filled by appointment by the Chair until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 7. Duties of the Chair and Chair-Elect. The Chair shall be the President of the Board of Directors and shall, subject to the control of the Board of Directors, cause to have done the supervision and control of the affairs of the corporation and the activities of the officers. She or he shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this organization, by these By-Laws or which may be prescribed from time to time by the Board of Directors. The Chair and Chair-Elect shall co-facilitate the annual meeting of the members with the Executive Director.

Section 8. Duties of the Chair-elect. The Chair-elect shall preside over meetings and act in the absence of the Chair, and shall do or cause to have done all duties as may be prescribed by the Chair, by the Board Policy Manual, or which may be prescribed from time to time by the Board. The Chair-elect shall automatically assume the role of Chair at the annual meeting that marks the completion of their one-year term as Chair-elect.

Section 9. Duties of the Secretary. The Secretary shall do or cause to done:

Subparagraph (a). Certify, and keep at the principal office of the organization, the original or a copy of these By-Laws, as amended, or otherwise to date;

Subparagraph (b). Be custodian of the records and the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these By-Laws;

Subparagraph (c). Other duties as may be prescribed by the Board Policy Manual, the Chair or the Board of Directors.

Section 10. Duties of the Treasurer. The Treasurer shall do or cause to be done:

Subparagraph (a). Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, trust companies, or other depositories as shall be selected by the Board of Directors;

Subparagraph (b). Keep and maintain appropriate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

Subparagraph (c). Prepare, or cause to be prepared, financial policies and procedures; and

Subparagraph (d). In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation of the corporation, these Bylaws, the Board Policy Manual, or which may be assigned from time to time by the Board of Directors.

Section 11 (a). Parliamentarian. The Presiding Officer shall confer with the parliamentarian before meetings open and during recesses, in order to anticipate any problems that may arise and to avoid, as much as possible, frequent consultation during the meetings.

Section 11 (b). During a meeting the work of the parliamentarian shall be limited to giving advice to the Presiding Officer, or, when requested, to any other member.

Section 11 (c). The parliamentarian shall inconspicuously call to the attention of the Presiding Officer any error in the proceedings that may affect the substantive rights of any member or may otherwise do harm.

Section 11 (d). The parliamentarian may be asked or prescribed to perform other duties by the Board Policy Manual or the Board of Directors.

ARTICLE VI
EXECUTIVE DIRECTOR

Section 1. The Board of Directors shall hire an Executive Director of the corporation who shall be a paid employee and who shall not be an officer or a director of the corporation. The executive director of the Corporation shall, subject to the determination of the Board of

Directors and to the supervision and direction of the Chair, be the chief executive officer and shall have control over and be responsible for the day-to-day operation of the corporation. The executive director shall have such other duties, powers and responsibilities as the Board of Directors shall from time to time prescribe in the Board Policy Manual, the Personnel Manual, by contract or the minutes.

ARTICLE VII
COMMITTEES

Section 1 (a). Executive Committee. The Board of Directors shall designate the Chair, Chair-Elect, Secretary, Treasurer and Parliamentarian of the Board of Directors to constitute an Executive Committee and delegate such committee, by two thirds (⅔) vote of the entire Board, any powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

Subparagraph 1. The approval of any action which, under law, or the provisions of these Bylaws, requires the approval of the Board;

Subparagraph 2. The filling of vacancies on the Board or on any committee which has the authority of the Board.

Subparagraph 3. The amendment or repeal of Bylaws or the adoption of new Bylaws;

Subparagraph 4. The amendment or repeal of any resolution of the Board which by its express terms is not so amenable or repealable;

Subparagraph 5. The appointment of committees of the Board;

Subparagraph 6. The approval of any transaction to which this organization is a party and in which one or more Directors has a material financial interest except as expressly provided in Section 5233(d)(3) of the California Non-Profit Public Benefit Corporation Law.

Section 1 (b). By two thirds (⅔) vote of the entire Board of Directors, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2), the number of Executive Committee members, and fill vacancies therein from the members of the Board.

Section 1 (c). The Committee shall keep regular minutes of its proceedings, cause them to be filed with the organization records, and report the same to the Board at the next Board meeting.

Section 1 (d). All actions of the Executive Committee must be ratified by vote of the Board of Directors at the next meeting of the Board.

Section 2 (a). Standing Committees. Standing committees are constituted to perform continuing functions for the Board and the Corporation, and are to remain in existence permanently or for the life of the organization. Standing committees are to be chaired by a member of the Board and their duties designated by the Board of Directors. The Forum's standing committees shall be as follows:

1) Conference
2) Development
3) Finance
4) Membership and Outreach
5) Public Policy

Section 2 (b). Additional standing committees may be established as is necessary to carry out the business of The Forum. In order for such a committee to have the authority of a standing committee and, therefore, have business of a certain class automatically referred to it, it must be established in accordance with these Bylaws and its duties, description and name must be entered into the Board Policy Manual.

Section 2 (c). A standing committee formed as described in Section 2 (b), or an ad hoc or special committee whose duties and responsibilities survive for more than two years, must have its name, description and responsibilities entered into these Bylaws in accordance with established procedures for changing the Bylaws.

Section 2 (d). The role of committees is to discuss issues specific to their domain in toto and make recommendations for action to the Board of Directors. Committees are not authorize to act instead of the Board or without prior approval of specific action(s) of the Board.

Section 3 (a). Committee of the Whole. The Committee of the Whole and its two alternate forms, the quasi committee of the whole (or consideration as if in committee of the whole) and informal consideration, are devices that enable the Board to give detailed consideration to a specific matter under conditions approximating those of a committee. It can be used to consider and discuss an urgent matter even if a quorum of the full board is not present.

Section 3 (b). The parliamentary making use of the committee of the whole is for the presiding officer, or convener of the meeting, to call for the committee of the whole and state its purpose. The committee considers the referred matter and adopts a report or recommendation to be made to the assembly, then votes to "rise and report." For information regarding restrictions and preferences for use of the Committee of the whole, see the Board Policy Manual.

Section 4. Other Committees. The organization shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees

may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "Advisory," "Special" or "Ad Hoc" committees. The chair of any such committee shall be appointed by the Board of Directors.

Section 5. Meetings and Actions of Committees. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors. Make changes in the context of such Bylaw provisions as are necessary to substitute the "committee and its members" for the "Board of Directors and its members." The exception is that the time for regular meetings of committees may be fixed by resolution of the Board of Directors, or by the committee. Additionally, the time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not consistent with the provisions of these Bylaws. Such rules and regulations must be adopted by majority vote of the Board and be written into the Board Policy Manual.

Section 6. Selection of Committee Members and Chairs. With the exception of the Board Nominations and Functions Committee whose membership composition is described in Article 7, Section 4, the Chair may select members and chairs of all committees. Special qualifications for any and all committees are described in the Board Policy Manual.

ARTICLE VIII
CHAPTER ORGANIZATION AND STRUCTURE

Section 1. Chapters. The Forum may establish a structure for the development of chapter organizations.

ARTICLE IX
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments. Except as authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law or the Board Policy Manual, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the executive director of the organization.

Section 3. Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Bond. The Board may require any person who has duties or responsibilities with respect to the actual handling of cash, the bookkeeping or financial aspects of this organization to be bonded in an amount and with the sureties specified by the Board.

Section 5. Gifts. The Board of Directors, or the executive director, may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation as provided for by law.

ARTICLE X
CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office in the State of California:

Subparagraph a) Minutes of all meetings of Directors, committees of the Board and meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

Subparagraph b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

Subparagraph c) A record of its members indicating their names and addresses and the class of membership held by each member and the termination date of any membership;

Subparagraph d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal. The Board of Directors may adopt, use and, at will, alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 4. Members' Inspection Rights. Every member shall have the right to inspect, at any reasonable time, the books, records or minutes of proceedings of the members of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Section 5. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 6 (a). Annual Report. The Board shall cause an annual report to be furnished, not later than one hundred twenty (120) days after the close of the corporation's fiscal year, to all Directors. The report shall contain the following information in appropriate detail:

Subparagraph 1 — The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

Subparagraph 2 — The principal changes in the assets and liabilities, including trust funds, during the fiscal year.

Subparagraph 3 — The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

Subparagraph 4 — The expenses and disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and

Subparagraph 5 — The compensation paid to all employees listed by individual position.

Section 6 (b). The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 6 (c). If this corporation receives TWENTY- FIVE THOUSAND DOLLARS ($25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such a manner, at such time and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as Directors of the National Black Lesbian and Gay Leadership Forum, a California non-profit corporation, and, pursuant to the authority granted to the Directors be these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby adopt the foregoing Bylaws, consisting of 20 pages, as the amended Bylaws of this corporation. Hereby amended and so adopted on the _____ day of _ _____ , 1996.

_____
Co-Chair

_____
Director

_____
Co-Chair

_____
Director

_____
Treasurer

_____
Director

_____
Parliamentarian

_____
Director

ARTICLE XI
FISCAL YEAR

Section 1. Fiscal Year of the Corporation. The fiscal year of the corporation shall be the calendar year.

ARTICLE XII
AMENDMENT OF BYLAWS

Section 1. Amendment by Directors. Subject to any provision of the law applicable to the amendment of Bylaws of public benefit non-profit corporations, these Bylaws, or any one of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors by the following procedures:

Subparagraph a) Written notice of any amendment to be discussed must be distributed to each Board member two (2) weeks before the regular meeting at which the amendment is to be discussed;

Subparagraph b) Discussion, including public statements, must take place at this regular meeting. No vote may be taken until the following regular meeting. Exact wording of the proposed amendment, and any change in wording from the original Bylaws, must be distributed to each Board member two (2) weeks before the regular meeting at which the vote will be taken;

Subparagraph c) The amendment must be passed by a two third (2/3) majority of the entire Board of Directors at the appropriate regular meeting.

Subparagraph d) Bylaw amendments may be discussed, but not voted on, at special meetings.

ARTICLE XIII
AMENDMENT OF ARTICLES

Section 1. Amendment of Articles before admission of Members. Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

Section 2. Amendment of Articles after admission of Members. After members have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors.

Section 3. Certain Amendments. Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in

the original Articles of Incorporation, the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Non-Profit Corporation Law.

ARTICLE XIV
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Prohibition against sharing corporate profits and assets. No member, District Officer, employee or other person connected with this corporation, or any private individual, shall receive, at any time, any of the net earnings or pecuniary profit from the rations of the corporation provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by the Bylaws and is fixed by resolution of the Board of Directors and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets upon dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation , whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

Dear Family,

I am sorry it took me so long to get this out. Shortly after returning from the conference, I had to move with two weeks notice. It does get better -- right?

Below is the mailing list from the poetry slam. I want to thank each and everyone of you for participating. The children can read, write and perform! The afternoon was fabulous. Since I was sick for most of the weekend, the slam was the first fun thing I was able to participate in -- thank you for making it all that and so much more.

Please use the list. Inform each other of calls for solicitations, information about publishers and editors etc. We must immortalize not only ourselves, but our experiences, please publish. Melvin Dixon said at Outwrite '93 "If we don't write our stories they won't get written, if we don't publish our stories, they won't get published -- we must write and publish not only for ouselves but for others.

Continued success to each and everyone one of you...

FYI:

Coffee House Press
27 North 4th Street, Ste. 400
Minneapolis, MN 55401
612.338.0125 Office
612.338.4004 Fax
Attn: Christopher Fischbach

Poets and Writers
72 Spring Street
New York, NY 10012-4019
212.226.3586
Resource guide to seminars, contests, calls for submissions -- National & International

A Poonani Posse Joint
A Black Lesbian Thang
P.O. Box 279 Station B
Toronto, Ontario, Canada M5T 2W2
416.504.1339
Attn: Tonia Bryan

Publish poetry. Urban, gay, people of color etc.

Jackie

BLACK GAY & LESBIAN LEADERSHIP FORUM
POETRY SLAM MAILING LIST
DALLAS, TX
FEBRUARY, 1996

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212.889.0295

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Dallas, TX 75209
214.867.5209

Bishop, Jacqui
c/o LLANY
208 West 13th Street
New York, NY 10011
718.832.6221

Daniels, Anthony (Tony)
348 Berean Avenue SE
Atlanta, GA 30312
404.521.2515

Gray, Jacki
1736 South Edgefield Avenue
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214.946.3611

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8519 Hearth #23
Houston, TX 77054

Hanes, Megaha-Melissa
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Brooklyn, NY 11217-1512
718.237.0116

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Denton, TX 76201
817.484.7535

Queen
5675 Roswell Road #72-J
Atlanta, GA 30342
404.252.6285

Rollins, Berteena
3590 East 144th Street
Cleveland, OH 44120
216.921.1702

Segura, Raul
201 Ashland Place
Brooklyn, NY 11217

Teague, Duncan
Adodi Muse--An Outsiders
Collective
206 Floral Avenue, NE
Atlanta, GA 30307

Wright, Glenn R.
1750 W. Granville #1A
Chicago, IL 60660
312.973.7730